

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

U.S. BANK NATIONAL  
ASSOCIATION, Litigation Trustee of the  
Idearc Inc. et al. Litigation Trust,

Plaintiff,

V.

VERIZON COMMUNICATIONS INC.,  
et al.,

Defendants.

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CIVIL ACTION NO.  
3:10-CV-1842-G

**PLAINTIFF’S SUPPLEMENT TO APPENDIX IN SUPPORT OF OMNIBUS  
RESPONSE AND BRIEF IN OPPOSITION TO DEFENDANTS’ MOTIONS FOR  
SUMMARY JUDGMENT**

Plaintiff U.S. Bank National Association, Litigation Trustee of the Idearc Inc., *et al*  
Litigation Trust, files this Supplement to Appendix in Support of Omnibus Response and Brief  
in Opposition to Defendants' Motions for Summary Judgment, as follows:

EXHIBIT	APP. RANGE	DOCUMENT DESCRIPTION
A	1-2	Declaration of Patrick Keating
A-1	3-9	Excerpts from the certified Transcript of Motions Hearing Before the Honorable Renee Harris Toliver, dated July 11, 2011.
A-2	10-11	E-mails exchanged between Werner Powers and Joe Garza between April 19, 2011 and April 20, 2011, subject "I need to see."
A-3	12	E-mail from Werner Powers to Ray Guy, dated April 20, 2011, subject "Verizon's stock ownership in VDDC/Idearc, Inc."
A-4	13-14	E-mail from Joe Garza to Werner Powers and Nick Foley, dated Sept. 22, 2011, attaching Verizon Directories Disposition Corporation stock certificate.

**PLAINTIFF'S SUPPLEMENT TO APPENDIX IN SUPPORT OF OMNIBUS  
RESPONSE AND BRIEF IN OPPOSITION TO DEFENDANTS' MOTIONS FOR  
SUMMARY JUDGMENT**

Respectfully Submitted,

/s/ Patrick Keating

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Werner A. Powers  
State Bar No. 16218800  
Robin Phelan  
State Bar No. 15903000  
Patrick Keating  
State Bar No. 00794074  
David Taubenfeld  
State Bar No. 19679450

HAYNES AND BOONE LLP  
2323 Victory Avenue, Suite 700  
Dallas, Texas 75219-7673  
Telephone: (214) 651-5000  
Telecopier: (214) 651-5940

Nicholas A. Foley  
State Bar No. 07208620  
Douglas J. Buncher  
State Bar No. 03342700  
John D. Gaither  
State Bar No. 24055516

NELIGAN FOLEY LLP  
325 N. St. Paul, Suite 3600  
Dallas, TX 75201  
Telephone: (214) 840-5300  
Fax: (214) 840-5301

ATTORNEYS FOR U.S. BANK  
NATIONAL ASSOCIATION  
as Litigation Trustee on Behalf of the  
Idearc Inc. et al. Litigation Trust

**CERTIFICATE OF SERVICE**

On August 8th, 2012, the undersigned electronically submitted the foregoing document with the Clerk of Court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the Court. The undersigned hereby certifies that all counsel and/or *pro se* parties of record have been electronically served in accordance with Federal Rule of Civil Procedure 5(b)(2).

/s/ Patrick Keating

Patrick Keating

D-2071725\_5.DOC

# EXHIBIT A

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

U.S. BANK NATIONAL  
ASSOCIATION, Litigation Trustee of the  
Idearc Inc. *et al.* Litigation Trust,

Plaintiff,

**V.**

VERIZON COMMUNICATIONS INC.,  
*et al.*,

**Defendants.**



CIVIL ACTION NO.  
3:10-CV-1842-G

## DECLARATION OF PATRICK KEATING

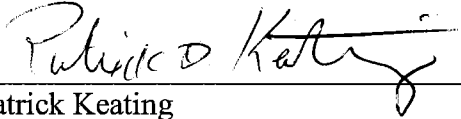
My name is Patrick Keating. I am more than 21 years old, have never been convicted of a felony or crime involving moral turpitude, and am fully competent to make this Declaration. All the facts contained herein are true and correct and within my personal knowledge.

I am an attorney with Haynes and Boone, LLP. I am also one of the lawyers representing the Plaintiff in the above-styled lawsuit. Attached to this Declaration are true and correct copies of the following documents:

EXHIBIT	APP. RANGE	DOCUMENT DESCRIPTION
A-1	3-9	Excerpts from the certified Transcript of Motions Hearing Before the Honorable Renee Harris Toliver, dated July 11, 2011.
A-2	10-11	E-mails exchanged between Werner Powers and Joe Garza between April 19, 2011 and April 20, 2011, subject "I need to see."
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A-4	13-14	E-mail from Joe Garza to Werner Powers and Nick Foley, dated Sept. 22, 2011, attaching Verizon Directories Disposition Corporation stock certificate.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 2nd day of August, 2012.

  
\_\_\_\_\_  
Patrick Keating

D-2071746\_4.DOC

# EXHIBIT A-1

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

U.S. BANK NATIONAL ASSOCIATION, ) CIVIL ACTION NUMBER  
Plaintiff, )  
VERSUS ) 3:10-CV-1842-G  
VERIZON COMMUNICATIONS INC., )  
VERIZON FINANCIAL SERVICES, LLC, )  
GTE CORPORATION, and )  
JOHN W. DIERCKSEN, )  
Defendants. ) July 11, 2011

VOLUME 1 of 1  
TRANSCRIPT OF MOTIONS HEARING  
BEFORE THE HONORABLE RENEE HARRIS TOLIVER  
UNITED STATES MAGISTRATE JUDGE

For the Plaintiff: WERNER A. POWERS  
PATRICK E. KEATING  
DAVID R. TAUBENFELD  
Haynes and Boone, LLP  
2323 Victory Avenue, Suite 700  
Dallas, Texas 75219  
214-651-5581

NICHOLAS A. FOLEY  
Neligan Foley LLP  
325 N. St. Paul, Suite 3600  
Dallas, TX 75201  
214-840-5300

For the Defendant: T. RAY GUY  
PAIGE HOLDEN MONTGOMERY  
JOHN B. STRASBURGER  
Weil, Gotshal & Manges LLP  
200 Crescent Court, Suite 300  
Dallas, Texas 75201  
214-746-8199



1 Proceedings reported by electronic recording, transcript  
2 produced by computer.

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1 P R O C E E D I N G S :

2 THE COURT: We're here in cause number  
3 3:10-CV-1842-G, U. S. Bank National Association versus Verizon  
4 parties. I hope that you don't care that I'm shortening that  
5 since that's how it was shortened in the response.

6 And who is appearing for U.S. Bank?

7 MR. POWERS: Your Honor, Werner Powers, Haynes  
8 and Boone. My partner, Patrick Keating, will be presenting  
9 argument today.

10 If I may also introduce my co-counsel, Nick  
11 Foley, and my partner, David Taubenfeld.

12 THE COURT: Very nice to meet you.

13 MR. GUY: Your Honor, Ray Guy from Weil Gotshal  
14 for the Verizon parties, the Defendants. Speaking today in  
15 addition to me will likely be Paige Montgomery, my associate,  
16 and John Strasburger, my partner.

17 Also like to introduce to the Court Steve  
18 Hartman, Associate General Counsel of Verizon who is here from  
19 their Alexandria office. And with respect to, Your Honor,  
20 other people in the courtroom, my associate, Brenda Funk, Ben  
21 Stewart, Casey Burton, Cheves Ligon, summer associate Vivian  
22 Lee, and then the paralegals who are here for reasons I'll  
23 explain to Your Honor, Liz Melson and Nancy Cade.

24 THE COURT: Ms. Lee, I hope we don't run you  
25 off.

1                   Obviously we're here on two primary motions:  
2 the motion to -- the reurging, which also would include the  
3 original motion of the Motion to Compel Production of Documents  
4 from Defendant and for Appointment of a Discovery Master, filed  
5 by Plaintiff. And we were to have a hearing on also the  
6 Emergency Motion to Compel Production of Documents and  
7 Privilege Log and to Stay the Deposition of Mr. Mundy, except  
8 it's my understanding from reading the joint submission that  
9 that's been taken care of; is that correct?

10                   MR. POWERS: Your Honor, it is moot at this  
11 point. That's been taken care of. If the Court's calendar  
12 permits, obviously coverage issues are paramount to us.

13                   But if we have time at the end of the day, we  
14 would like to maybe address housekeeping matters like length of  
15 deposition and how to count depositions when you're taking  
16 them, things like that, that might ease tensions between the  
17 parties as we move forward in this case.

18                   MR. GUY: Your Honor, I don't believe those are  
19 brought up today by the two motions that you referred to us for  
20 consideration. I don't know that we're prepared to address  
21 those. We will, if you ask us to talk about them, but we came  
22 here understanding there was one issue remaining, and that's  
23 the subject matter, their reurging motion.

24                   THE COURT: Okay. We'll cross that bridge when  
25 we get to it. Right now the Docket Number 55, the Emergency

1 Motion to Compel Production of Documents Relating to Mr. Mundy  
2 is denied as moot. I think we can say terminated as moot.

3 Okay. Before we get started on the big motion,  
4 let me ask you. Is there any disagreement that -- and I know  
5 I'm going to mispronounce every name here, so bear with me.  
6 And, hopefully, after you've pronounced right for me, I'll know  
7 how to.

8 But is there any disagreement that Idearc was a  
9 subsidiary of Verizon until the spinoff on November 17, 2006?

10 MR. POWERS: Your Honor, very simple question,  
11 and, of course, I'm afraid I have a real complex answer.

12 We understand that Idearc itself was supposed to  
13 be a subsidiary of Verizon and certainly was treated as such.  
14 And the Form 2K has been filed, and all the papers have been  
15 filed with the Securities and Exchange Commission. We have  
16 asked, but not seen actual peer certificate that would have  
17 been issued by Idearc in favor of Verizon to evidence Verizon's  
18 stock ownership prior to the spinoff. We have not been able to  
19 find it.

20 I'm not in a position to contest that they're a  
21 subsidiary at this point. In fact, from all outward  
22 appearances it appears they were.

23 THE COURT: And, actually, as part of those  
24 declarations it would appear that as well, am I right?

25 MR. POWERS: You are correct, Your Honor.

1 THE COURT: All right.

2 MR. GUY: Your Honor, as a matter of  
3 technicality, I think Idearc was a shell corporation until the  
4 merger, but it's clear that Verizon Information Services, which  
5 became Verizon Data Directories Corporation, whatever, did, in  
6 essence, become Idearc as a spun off former subsidiary. So in  
7 practical effect, I'm sure your answer is correct.

8 THE COURT: Okay. Let me tell you before we get  
9 started some preliminary thoughts that I have about this, and  
10 maybe that will direct you as far as how you want to present  
11 things here today.

12 In light of the fact that there isn't a real  
13 dispute about whether or not Idearc was a part of Verizon until  
14 11-17-2006 or that Debevoise was representing Verizon, Verizon  
15 companies, up until 11-17-2006 when Idearc became its own  
16 entity. My initial thought is that clearly there was some  
17 joint representation by Debevoise of Idearc and Verizon. And  
18 initially my thoughts are that any communications, then, at  
19 that point or up to that point between Debevoise, Verizon  
20 in-house counsel, and Verizon or Idearc is not privileged as to  
21 Idearc.

22 Okay. And my thought is as to post-November  
23 17th, 2006, communications, at that point there was a clear  
24 demarcation, it seems to me, as far as the representation goes.  
25 And I do believe that there's been sufficient information

## C E R T I F I C A T I O N

I, JANET E. WRIGHT, RPR/CSR, certify that the foregoing is a transcript from the record of the proceedings in the foregoing entitled matter.

I further certify that the transcript fees and format comply with those prescribed by the Court and the Judicial Conference of the United States.

This is the 14th day of July, 2011.

---

JANET E. WRIGHT, CSR, RPR  
Certified Shorthand Reporter  
My CSR Expires on 12-31-11  
6611 Hillcrest Avenue  
#257  
Dallas, Texas 75205  
214/542-9735

# EXHIBIT A-2

**From:** Powers, Werner A.  
**Sent:** Wednesday, April 20, 2011 6:20 PM  
**To:** 'Garza, Joe'  
**Subject:** RE: i need to see

Joe

I sent you a copy of the email that went to Ray as you suggested.

Are you sure that the stock registrar and transfer agent does not have this information? Computershare Trust was the registrar in the form 10s.

Thanks,

Werner

---

**From:** Garza, Joe [mailto:Joe.Garza@supermedia.com]  
**Sent:** Wednesday, April 20, 2011 4:40 PM  
**To:** Powers, Werner A.  
**Subject:** RE: i need to see

I have now checked with everyone here and no one has this document. They all suggest you ask Verizon.  
Joe

**Joe A. Garza, Jr. | Vice President - Associate  
General Counsel - Head of Litigation | [joe.garza@supermedia.com](mailto:joe.garza@supermedia.com) | SuperMedia LLC |  
T.972.453.7160 | M.817.602.5815 | F.877.238.9014  
Attorney Client Privileged- Attorney Work Product**

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**From:** Powers, Werner A. [mailto:Werner.Powers@haynesboone.com]  
**Sent:** Tuesday, April 19, 2011 4:58 PM  
**To:** Garza, Joe  
**Subject:** i need to see

the stock register for Idearc from June 1 to November 16, 2006.

Werner

*haynesboone*



**Werner A. Powers**

Partner  
werner.powers@haynesboone.com

**Haynes and Boone, LLP**

2323 Victory Avenue  
Suite 700  
Dallas, TX 75219-7673

(t) 214.651.5581

(f) 214.200.0662

vCard | Bio | Website

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# EXHIBIT A-3

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**From:** Powers, Werner A.  
**Sent:** Wednesday, April 20, 2011 5:16 PM  
**To:** Guy, Ray  
**Cc:** 'Nick Foley'; Keating, Patrick D.; 'Garza, Joe'  
**Subject:** Verizon's stock ownership in VDDC/Idearc, Inc

Dear Ray:

We cannot locate evidence of Verizon's stock ownership in Idearc. The Charter filed by Debevoise in June of 2006 provides for 200 shares of authorized stock--100 common and 100 preferred. We can find no evidence of this stock having been actually issued to or purchased by Verizon. However, the form 10s that were filed by Idearc suggest that on November 16 or 17 Idearc issued and transferred "additional shares" to Verizon which, when added to what had previously been issued to Verizon, comprised the total shares passed to the Verizon shareholders as shown on the record date in connection with the spin.

We asked Idearc for evidence of the stock ownership by Verizon in Idearc between the date of the incorporation of VDDC/Idearc up until the closing of the spin in November and have been told there is nothing--no stock register, no stock certificate, no evidence of payment, no wire transfer, no cancelled check, nothing. I am copying Joe Garza with this to make sure I am not misinformed. Joe suggested that we contact Verizon.

I would have thought that this documentation (if it exists) would have been produced in connection with the state court proceeding. If it was, we cannot seem to locate it.

I am told that our outstanding document requests also reach this, and the time for production is more than due.

Would you kindly check and see what direct, as opposed to secondary, evidence exists in your client's files (including Debevoise and any other lawyers) demonstrating Verizon's ownership of VDDC/Idearc during the period in question. Can you shoot me a copy? I am interested in seeing a copy of the share certificate, stock register or equivalent, and proof of payment or grant of other consideration prior to the contribution of assets. Can I get this this week?

Thanks,

Werner

**haynesboone**

**Werner A. Powers**

Partner

werner.powers@haynesboone.com

**Haynes and Boone, LLP**

2323 Victory Avenue

Suite 700

Dallas, TX 75219-7673

(t) 214.651.5581

(f) 214.200.0662

vCard | Bio | Website

# EXHIBIT A-4

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**From:** Garza, Joe [mailto:Joe.Garza@supermedia.com]  
**Sent:** Thursday, September 22, 2011 2:22 PM  
**To:** Powers, Werner A.; Nicholas A. Foley Esq.  
**Cc:** Ray.Guy@weil.com; paige.montgomery@weil.com; Bruce W. Collins; Todd A. Murray (tmurray@ccsb.com)  
**Subject:** VDDC Stock Certificate Number 1

Our assistant secretary was cleaning out a closet and found a copy of this stock certificate that I believe you both were looking for.  
I am providing to both parties as a supplement to our subpoena response.

**Joe A. Garza, Jr.**  
Vice President - Associate General Counsel  
SuperMedia LLC  
[joe.garza@supermedia.com](mailto:joe.garza@supermedia.com)  
T: 972.453.7160 M: 817.602.5815 F: 877.238.9014  
[www.supermedia.com](http://www.supermedia.com)



Incorporated under the laws of the State of Delaware

# Verizon Directories Disposition Corporation

Total Authorized Issue  
200 Shares \$.01 Par Value  
Common Stock

See Reverse for  
Certain Restrictions

This is to certify that \_\_\_\_\_ is the owner of

Verizon Communications, Inc.

ONE \_\_\_\_\_ fully paid and

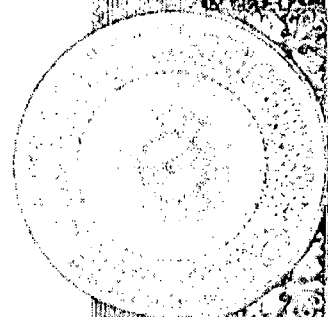
non-convertible shares of the above Corporation transferable only on the books of the Corporation by the holder thereof in person or by a duly authorized Attorney upon surrender of this Certificate properly endorsed.

Witness, the seal of the Corporation and the signatures of its duly authorized officers.

Dated June 22, 2006

William A. Murphy

William J. Haller



CORPSEAT NEW YORK